

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

R. DAVID WOLFE, on behalf of himself and all others similarly situated and derivatively on behalf of nominal defendant American Greetings Corporation,

Plaintiff,

v.

MORRY WEISS, ZEV WEISS, JEFFREY WEISS, ELIE WEISS, GARY WEISS, JUDITH WEISS, SCOTT S. COWEN, JEFFREY D. DUNN, JERRY SUE THORNTON, WILLIAM E. MACDONALD, MICHAEL J. MERRIMAN, CHARLES A. RATNER, IRVING I. STONE OVERSIGHT TRUST, IRVING STONE LIMITED LIABILITY COMPANY, IRVING I. STONE SUPPORT FOUNDATION, and IRVING I. STONE FOUNDATION,

Defendants,

and

AMERICAN GREETINGS CORPORATION,

Nominal Defendant.

Case No. 1:13-cv-00859-SL

JUDGE SARA LIOI

**THE INDEPENDENT DIRECTOR DEFENDANTS'
MOTION TO DISMISS OR STAY**

Defendants Scott S. Cowen, Jeffrey D. Dunn, William E. MacDonald, III, Michael J. Merriman, Jr., Charles A. Ratner and Jerry Sue Thornton (collectively “the Independent Director Defendants”) respectfully move this Court for an order staying this action or dismissing the Verified Amended Derivative and Class Action Complaint. The Independent Director

Defendants do so for the reasons set forth in the Memorandum of Law in Support that is being filed with this Motion.

Dated: July 8, 2013

Respectfully submitted,

/s F. Maximilian Czernin
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*Attorneys for Defendants Scott S. Cowen,
Jeffrey D. Dunn, William E. MacDonald, III,
Michael J. Merriman, Jr., Charles A. Ratner
and Jerry Sue Thornton*

CERTIFICATE OF SERVICE

I hereby certify that on July 8, 2013, a copy of the foregoing Motion to Dismiss and Memorandum of Law in Support was filed electronically. Notice of this filing will be sent to all parties by operation of the Court's electronic filing system. Parties may access this filing through the Court's system.

s/F. Maximilian Czernin

One of the Attorneys for Defendants Scott S.
Cowen, Jeffrey D. Dunn, William E.
MacDonald, III, Michael J. Merriman, Jr.,
Charles A. Ratner and Jerry Sue Thornton